

RECORDATION NO. 21669-J FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

AUG 30 '04 3-44 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 30, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of the following secondary document: Memorandum to Amend the Filing of the Lease Assignment, Management and Escrow Agreement, dated June 21, 2004.

The enclosed document relates to the Lease Assignment, Management and Escrow Agreement previously filed with the Commission under Recordation Number 21669-A.

The names and addresses of the parties to the enclosed documents are:

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, OH 43537

Assignee: CBI Leasing, Inc.  
(successor to  
The Vaughn Group, Inc.)  
9367 Allen Road  
West Chester, OH 45069

Mr. Vernon A. Williams  
August 30, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:

Railcar DME 5548 is deleted from the Assignment.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM TO AMEND THE FILING OF THE LEASE ASSIGNMENT,  
MANAGEMENT AND ESCROW AGREEMENT**

This Memorandum is to amend the filing of the Lease Assignment, Management and Escrow Agreement (the "Agreement") made and entered into as of August 31, 1998 by and between CBI Leasing, Inc., successor to The Vaughn Group, Inc. ("Assignee") and The Andersons, Inc., ("Assignor").

1. Assignee and Assignor entered into the Agreement, which was duly filed with the Surface Transportation Board on September 25, 1998 under Recordation Number 21669-A.
2. The Assignment is hereby amended to delete one (1) 50 ft. 70-ton boxcar identified with marking number DME 5548.

IN WITNESS WHEREOF, this Memorandum is duly executed this 21 day of June 2004.

RECORDATION NO. 21669-J FILED !

AUG 30 '04 3-44 PM

SURFACE TRANSPORTATION BOARD

**CBI LEASING, INC.**  
successor to The Vaughn Group, Inc.

By: [Signature]  
Name: HARRY E. (TIM) FINLEY, JR.  
PRESIDENT  
CBI LEASING, INC.  
Title: \_\_\_\_\_

**THE ANDERSONS, INC.**

By: [Signature]  
Name: Nicholas C. Conrad  
Title: Assistant Treasurer

STATE OF OHIO )

) SS:

COUNTY OF BUTLER )

On this 23rd day of June 2004, before me personally appeared Harry E. Kipley, Jr., to me personally known, who being duly sworn, says that he is the President of CBI LEASING, INC., successor to The Vaughn Group, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires

Kathy J. Voegele  
Notary Public

KATHY J. VOEGELE  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 08-16-05

STATE OF OHIO )

) SS:

COUNTY OF LUCAS )

On this 21<sup>st</sup> day of June 2004, before me personally appeared Nicholas C. Conrad, to me personally known, who being duly sworn, says that he is the Assistant Treasurer of THE ANDERSONS, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires: 1-19-2009

Pamela S. Doran  
Notary Public

PAMELA S. DORAN  
Notary Public, State of Ohio  
Commission Expires 1-19-2009